



INDEPENDENT ACCOUNTANTS' REPORT

To the Board of Directors
Powercom Corporation
Beaver Dam, Wisconsin

We have examined the effectiveness of Powercom Corporation's maintained effective internal control over compliance with the following FCC requirements for the PayPhone Call Tracking System as of June 30, 2005, based on requirements established by the FCC.

1. Accurate tracking of calls to completion.
2. Existence of persons responsible for the tracking system, compensation and dispute resolution.
3. Existence of effective data monitoring procedures.
4. Adherence to protocols that ensure software, personnel or other network changes do not adversely affect call tracking system.
5. Creation of a compensable payphone call file.
6. Compliance with procedures to incorporate call data into required reports.
7. Existence of payphone compensation dispute resolution procedures and controls.
8. Existence of procedures and controls around paying payphone compensation, including ability to:
 - a. Identify payphone originated calls.
 - b. Identify compensable payphone calls.
 - c. Identify incomplete or otherwise noncompensable calls.
 - d. Identification of the PSP's owed compensation.

Management is responsible for maintaining internal control to provide reasonable assurance that Powercom Corporation complies with the specified requirements. Our responsibility is to express an opinion on the effectiveness of the internal control over compliance with the specified requirements based on our examination. Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of the internal control over compliance, testing and evaluating the design and operating effectiveness of the internal control, and performing such other procedures as we considered necessary in the circumstances. We believe our examination provides a reasonable basis for our opinion.

Because of inherent limitations in any internal control, errors or fraud may occur and not be detected. Also, projections of any evaluation of the internal control over compliance to future periods are subject to the risk that the internal control may become inadequate because of changes in conditions, or that the degree of compliance with the controls may deteriorate.

In our opinion, Powercom Corporation maintained, in all material respects, effective internal control over compliance with the above-named items as of June 30, 2005, and no material changes have occurred in the internal controls over compliance since our last system exam report dated June 25, 2004, based on the requirements established by the FCC. This report is intended solely for the information and use of management and the FCC and is not intended to be and should not be used by anyone other than these specified parties.

S. Harold Sc
Certified Public Accountants

Fond du Lac, Wisconsin

June 30, 2005